

Richard E. Weltman (RW8169)
WELTMAN & MOSKOWITZ, LLP
270 Madison Avenue, Suite 1400
New York, New York 10016
212.684.7800
Attorneys for Defendants Seah, LLC and SkyMall, Inc.

-and-

David L. Ferguson (DF8500)
Jonathan M. Streisfeld (JS5750)
THE KOPELOWITZ OSTROW FIRM, P.A.
200 SW 1st Avenue, 12th Floor
Fort Lauderdale, Florida 33301
954.525.4100
Attorneys for Defendants Seah, LLC and SkyMall, Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|--------------------------------|------------------------------------|
| -----X | |
| CARTIER, division of RICHEMONT | : |
| NORTH AMERICA, INC.; and | : |
| CARTIER INTERNATIONAL, N.V., | : Civil Action No. 08-CV-4471(LAK) |
| Plaintiffs, | : |
| -against- | : |
| SEAH LLC; SKYMALL, INC.; and | : |
| JOHN DOES 1-10, | : |
| Defendants. | : |
| -----X | |

DECLARATION OF CHRISTINE AGUILERA

I, CHRISTINE AGUILERA, state and declare the following facts:

1. I am the President of SKYMALL, INC., and I have personal knowledge of the facts and circumstances surrounding this matter and stated herein.
2. SKYMALL, INC. is a Delaware Corporation with its principal place of business located in Phoenix, Maricopa County, Arizona. As of the date of the filing of the Complaint and of this Declaration, SKYMALL, INC. has no other offices, but has two employees in Ohio and Minnesota respectively who work from home.

3. SKYMALL, INC. has no offices in New York. All of the SKYMALL, INC. representatives with personal knowledge of facts pertaining to the business relationship between SKYMALL, INC. and SEAH, LLC, and of the single sale of a Seah Zodiac watch to an individual in New York, work and reside in Phoenix, Arizona.

4. SKYMALL, INC. negotiated its contractual relationship with SEAH, LLC without any contact with New York.

5. SKYMALL, INC. is a party to a Vendor Agreement with SEAH, LLC, which became effective on April 1, 2008. SKYMALL, INC. agreed to provide SEAH, LLC with a three-month advertisement in its magazine, and a six-month advertisement on SKYMALL, INC.'s online website. SKYMALL, INC. is contractually obligated is to publish an advertisement for the Seah Zodiac in its magazine and on its website.

6. SKYMALL, INC. is also contractually obligated to take orders for the Seah Zodiac watches from customers either by telephone or through website orders. Based on the financial terms agreed to in the Vendor Agreement, SKYMALL, INC. subsequently sends payment to SEAH, LLC at its office in Florida. SKYMALL, INC. also communicates with the customer by sending a written acknowledgement of the sale and confirmation concerning shipment when SEAH, LLC notifies SKYMALL, INC. of the shipment.

7. SEAH, LLC is obligated to ship the product to the customer, upon receipt of customer information that is sent electronically by SKYMALL, INC. from Arizona to Florida. Any returns of the Seah Zodiac watch are to be made directly to SEAH, LLC. SKYMALL, INC. has no inventory of Seah Zodiac watches.

8. Through May 30, 2008, SKYMALL, INC. has taken 7 orders for Seah Zodiac watches, one of which was for 5 watches, meaning a total of 12 watches purchased through

SKYMALL, INC. The customer who purchased 5 watches in a single order returned all 5 of the watches for a refund. One of the watches was purchased by Shimon Levy, the husband of Rachel Levy, the managing member of SEAH, LLC.

9. One of the orders made via SKYMALL, INC. was purchased by an individual named Ryan Francis on the SKYMALL, INC. website, who provided the following address for shipment of the watch: 279 West 117th Street, Apt. 6H, New York, New York, 10026. A true and accurate copy of the Order Detail Sheet is attached hereto as Exhibit "A."

10. SKYMALL, INC. is ceasing publishing of any advertisements for any product of SEAH, LLC on SKYMALL, INC.'s website and no print advertising will appear in its future catalogs for the Seah Zodiac, and is no longer accepting any orders on behalf of SEAH, LLC for the sale of the Seah Zodiac.

11. SKYMALL, INC.'s defense is currently being funded by SEAH, LLC pursuant to the terms of the Vendor Agreement.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 5th, 2008

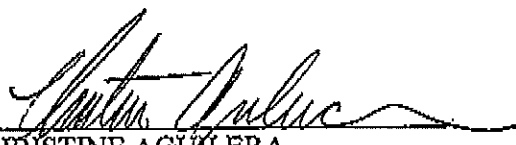

CHRISTINE AGUILERA

EXHIBIT “A”

Printable Manifest

Page 1 of 2

ORDER DETAIL SHEET

Vendor Name: SEAH Watches
Vendor Code: SWL

Order Create Date: 04/22/2008
Order Number: 12856450
Expedite Order: Yes

| Customer Bill To: | Customer Ship To: |
|---|---|
| RYAN FRANCIS 279 W. 117TH ST. APT. 6H NEW YORK, NY 10026 Country: US Phone: 6462519815 | RYAN FRANCIS 279 W. 117TH ST. APT. 6H NEW YORK, NY 10026 Country: US Phone: 6462519815 Requested Ship Method: EXP |

| LINE # | ITEM # | DESCRIPTION | QTY | UNIT PRICE | DISCOUNT | EXT PRICE |
|--------|--------|--|-----|------------|----------|------------|
| 1 | YGDBL | Seah Zodiac Watch Gold Blue; shipMethod=EXP; sourceCode=08E;spec=Aries(Zodiac) | 1 | \$1,799.00 | \$0.00 | \$1,799.00 |

| | | | |
|----------------------|------------|-----------------------------|---|
| Sales Total: | \$1,799.00 | Total Number of Line Items: | 1 |
| Sales Tax: | \$154.10 | Total Number of Units: | 1 |
| Shipping & Handling: | \$37.90 | Total Number of Units: | 1 |
| Discounts: | \$0.00 | | |
| Final Grand Total | \$1,991.00 | | |

| | | | |
|------|------------------|-----------|-------|
| Ref: | Date: 04/24/2008 | SHIPPING: | 35.55 |
| Dep: | Wgt: 1.0 LBS | SPECIAL: | 18.35 |
| | OV: 1800.00 | HANDLING: | 0.00 |
| | | TOTAL: | 51.80 |

Stcs: STANDARD OVERNIGHT DSR--RES
TRCK: 9851 0896 2329